

RECORDATION NO. 24595 FILED

SEP 17 '03

2-41 PM

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

September 12, 2003

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 2, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Lafarge North America
10655 Southport Road SW
Calgary, AB T2W 4Y1

A description of the railroad equipment covered by the enclosed document is ninety-five (95) 3000 cu. ft., 2 pocket covered hopper cars, with car numbers NDYX (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska
Susan Grokulska
Manager of Documentation

Enclosures

(LANO001)

ASSGN. NO. LANO001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of June, 2003, by and between FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and LAFARGE NORTH AMERICA ("Lessee"), a Maryland corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 21, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 1, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

NAME: RICHARD F. SEYMOUR
Vice President Sales & Marketing

TITLE: _____

SIGNATURE: Richard F. Seymour

Executed on this 2nd day of June, 2003.

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STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

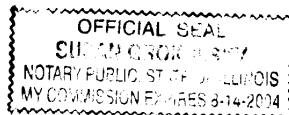
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of June, 2003.

Susan Grokulska
Notary Public

Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

LAFARGE NORTH AMERICA

NAME: ROBERT MARTIN

TITLE: TRANSPORTATION & SUPPLY MANAGER

SIGNATURE: R. Martin

Executed on this 21st day of May, 2003.

PROVINCE OF Quebec

DISTRICT OF Quebec

I, Susan Barrie, a Commissioner of Oaths of the Province and District aforesaid, certify that Robert Martin personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of May, 2003.

Susan Barrie
Commissioner of Oaths

Commission Expires:

22 June 2004
(Commissioner of Oaths)

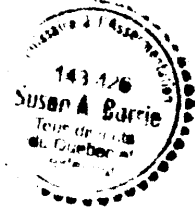


EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety-five (95).

DESCRIPTION OF CARS: 3000 cu.ft., 2 pocket, covered hopper rail cars.

CAR NUMBERS:

NDYX	298101	NDYX	298166
NDYX	298102	NDYX	298167
NDYX	298103	NDYX	298168
NDYX	298106	NDYX	298169
NDYX	298107	NDYX	298172
NDYX	298110	NDYX	298173
NDYX	298111	NDYX	298174
NDYX	298112	NDYX	298175
NDYX	298113	NDYX	298176
NDYX	298114	NDYX	298177
NDYX	298116	NDYX	298178
NDYX	298117	NDYX	298179
NDYX	298118	NDYX	298180
NDYX	298119	NDYX	298181
NDYX	298120	NDYX	298182
NDYX	298121	NDYX	298184
NDYX	298122	NDYX	298185
NDYX	298123	NDYX	298186
NDYX	298124	NDYX	298187
NDYX	298126	NDYX	298188
NDYX	298127	NDYX	298189
NDYX	298128	NDYX	298191
NDYX	298129	NDYX	298192
NDYX	298132	NDYX	298193
NDYX	298133	NDYX	298194
NDYX	298135	NDYX	298196
NDYX	298136	NDYX	298197
NDYX	298137	NDYX	298198
NDYX	298138	NDYX	298199
NDYX	298139	NDYX	298200
NDYX	298141	NDYX	298203
NDYX	298142	NDYX	298260
NDYX	298143	NDYX	298261
NDYX	298144	NDYX	298263
NDYX	298145	NDYX	298264
NDYX	298146	NDYX	298265
NDYX	298147	NDYX	298271
NDYX	298149	NDYX	298273
NDYX	298151	NDYX	298275
NDYX	298152	NDYX	298277
NDYX	298153	NDYX	298280
NDYX	298154	NDYX	298282
NDYX	298155	NDYX	298285
NDYX	298157	NDYX	298289
NDYX	298158	NDYX	298293
NDYX	298159	NDYX	298297
NDYX	298161	NDYX	298299
NDYX	298163	Count	95